

Furnish this exhibit for EACH foreign principal listed in an initial statement  
and for EACH additional foreign principal acquired subsequently.

|   |   |
|---|---|
| 1. Name and address of registrant<br>Shaw, Pittman, Potts & Trowbridge<br>2300 N Street, N.W.<br>Washington, D.C. 20037 | 2. Registration No.<br><br>2580   |
| 3. Name of foreign principal<br><br>Bank Leumi le-Israel, B.M.  | 4. Principal address of foreign principal<br>562 Fifth Avenue<br>New York, New York 10017 |

5. Indicate whether your foreign principal is one of the following type:

- Foreign government
- Foreign political party
- Foreign or  domestic organization: If either, check one of the following:
  - Partnership
  - Corporation
  - Association
  - Committee
  - Voluntary group
  - Other (specify) Bank
- Individual—State his nationality \_\_\_\_\_

6. If the foreign principal is a foreign government, state:

- a) Branch or agency represented by the registrant.
- b) Name and title of official with whom registrant deals.  
  
N/A

7. If the foreign principal is a foreign political party, state:

- a) Principal address
- b) Name and title of official with whom the registrant deals.
- c) Principal aim  
  
N/A

8. If the foreign principal is not a foreign government or a foreign political party,

- a) State the nature of the business or activity of this foreign principal  
  
Banking

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b) Is this foreign principal

- Owned by a foreign government, foreign political party, or other foreign principal ..... Yes  No
- Directed by a foreign government, foreign political party, or other foreign principal ..... Yes  No
- Controlled by a foreign government, foreign political party, or other foreign principal ..... Yes  No
- Financed by a foreign government, foreign political party, or other foreign principal ..... Yes  No
- Subsidized in whole by a foreign government, foreign political party, or other foreign principal ..... Yes  No
- Subsidized in part by a foreign government, foreign political party, or other foreign principal ..... Yes  No

\* See response to Item 9 below.

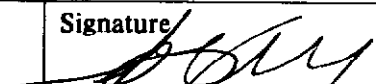
9. Explain fully all items answered "Yes" in Item 8(b). (If additional space is needed, a full insert page may be used.)

Even though each response to Item 8(b) is "No," a description of the limited involvement of the Israeli government with the foreign principal as a result of the bank share crisis in 1983 is set forth below.

As of December 31, 1991, approximately 95.03% of the foreign principal's shares were owned by a subsidiary of Otzar Hityashvuth Hayehudim, B.M., a private Israeli company that is listed on the Tel Aviv Stock Exchange and historically has controlled the foreign principal. These shares were acquired by the subsidiary pursuant to an arrangement arising out of the 1983 bank share crisis in Israel (similar arrangements exist with respect to the other major Israeli banks). Under the arrangement, the Israeli government provided financing to the subsidiary to enable the subsidiary to purchase shares of the foreign principal at a fixed price from members of the public, and as lender imposed certain restrictions concerning the shares of the foreign principal held by the subsidiary. The Israeli government does not exercise any direction or control over the policies and operations of the foreign principal.

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

\* See response to Item 9 above.

|                              |  |  |
|------------------------------|--|--|
| Date of Exhibit A<br>2/10/92 | Name and Title<br>Scott A. Anenberg<br>Partner | Signature<br> |
|------------------------------|--|--|

**INSTRUCTIONS:** A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements; or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. This form shall be filed in triplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

**Privacy Act Statement.** Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, dissemination report, copy of political propaganda or other document or information filed with the Attorney General under this act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, D.C. One copy is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of such documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. Finally, the Attorney General transmits an annual report to the Congress on the Administration of the Act which lists the names of all agents and the nature, sources and content of the political propaganda disseminated or distributed by them. This report is available to the public.

**Public Reporting Burden.** Public reporting burden for this collection of information is estimated to average .33 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, D.C. 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

| Name of Registrant                | Name of Foreign Principal  |
|-----------------------------------|----------------------------|
| Shaw, Pittman, Potts & Trowbridge | Bank Leumi le-Israel, B.M. |

Check Appropriate Boxes:

1.  The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach three copies of the contract to this exhibit.
2.  There is no formal written contract between the registrant and foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach three copies of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
3.  The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and the expenses, if any, to be received.

Work is to be performed as requested and billed periodically based on the number of hours worked and the hourly rates of the individuals performing the services. The duration of the representation is indefinite.

4. Describe fully the nature and method of performance of the above indicated agreement or understanding.

Services associated with the practice of law will be performed as requested.

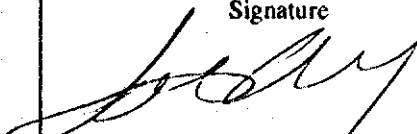
5. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

The activities the Registrant may engage in on behalf of the above foreign principal are those normally associated with the practice of law and consist of services rendered in connection with a possible technical amendment to the Federal Deposit Insurance Corporation Improvement Act of 1991 (Pub. L. No. 102-242) that would permit the foreign principal to pursue an application for an FDIC-insured branch that was pending with the FDIC on the date of enactment of the law.

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?<sup>1</sup>  
Yes  No

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

Registrant will occasionally consult with officials of the executive and legislative branches of the U.S. government on matters relating to seeking a technical amendment as described more fully in Item 5 above.

| Date of Exhibit B | Name and Title               | Signature   |
|-------------------|------------------------------|---|
| 2/10/92           | Scott A. Anenberg<br>Partner |  |

<sup>1</sup>Political activity as defined in Section 1(o) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.